

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) , Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
) Re: Docket No. 27621
)
_____)

**CERTIFICATION OF COUNSEL REGARDING AMENDED STIPULATION AND
AGREED ORDER RESOLVING MOTION OF INTRAWEST CALIFORNIA
HOLDINGS, ET AL. FOR RELIEF FROM THE
AUTOMATIC STAY [DOCKET NO. 27621]**

1. On September 19, 2011, Intrawest California Holdings, Inc., Intrawest Retail Groups, Inc., 22 Station Development Corporation, First Ascent Development Corporation and Intrawest Corporation (collectively, "Intrawest") filed their *Motion for Relief from the Automatic Stay* [Docket No. 27621] (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801. The Debtors have not filed a response to the Motion.

2. On January 6, 2012, the Debtors and Intrawest entered into a Stipulation and Agreed Order to resolve the Motion. On January 17, 2012, the Court entered the Stipulation and Agreed Order [Docket No. 28375].

3. As noted in the Stipulation and Agreed Order, as a result of the agreements entered into in the Stipulation and Agreed Order, the Motion was withdrawn.

4. Based on revised documentation recently produced by plaintiffs in the underlying litigation, Intrawest believes that it has become necessary to name Grace as a cross-defendant in two actions related to the California Superior Court action that was the subject of the Stipulation

and Agreed Order. The Debtors and Intrawest have therefore negotiated an Amended Stipulation and Agreed Order.

5. Accordingly, the Debtors respectfully request entry of the Amended Stipulation and Agreed Order attached hereto as Exhibit A.

Dated: April 18, 2012

Respectfully submitted,

KIRKLAND & ELLIS LLP

John Donley

Adam Paul

Lisa G. Esayian

300 N. LaSalle

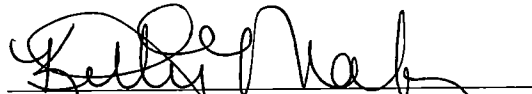
Chicago, IL 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

-and-

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

Kitty Makowski (Bar No. 3648)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in
Possession